

First National City Bank
Trustee under Burlington Northern Inc. Equipment Trust
of 1971, Series 3
111 Wall Street
New York, New York 10015

St. Paul, Minnesota
December 12, 1974

RECORDATION NO. 2434-A FILED & N. 28-

Gentlemen:

JAN 17 1975 - 9 42 AM

Statement of New Road Numbers **INTERSTATE COMMERCE COMMISSION**

Please refer to Agreement dated December 1, 1971, between First National City Bank, Trustee, and Burlington Northern Inc. which document constitutes Burlington Northern Inc. Equipment Trust of 1971, Series 3.

Pursuant to Article Five, Section 5.06 of said Equipment Trust Agreement, notice is hereby given that upon receipt of your consent thereto, we will change the present road numbers of two (2) diesel electric freight locomotives included under said Equipment Trust Agreement and replace said road numbers with new road numbers, as follows:

<u>Old Road Number</u>	<u>New Road Number</u>
5325	1776
6325	1976

Very truly yours,

BURLINGTON NORTHERN INC.

By W. K. Bush
Vice President

(SEAL)

ATTEST:

G. F. Schindler
Assistant Secretary

KNOW ALL MEN BY THESE PRESENTS that First National City Bank, as Trustee under Burlington Northern Inc. Equipment Trust of 1971, Series 3, Equipment Trust Agreement dated as of December 1, 1971, from First National City Bank, Trustee, to Burlington Northern Inc. for and in consideration of the sum of One Dollar (\$1.00) to it paid, the receipt whereof is hereby acknowledged, does hereby consent to the renumbering by Burlington Northern Inc. of two (2) diesel electric freight locomotives, as follows:

Old Road Number

5325
6325

New Road Number

1776
1976

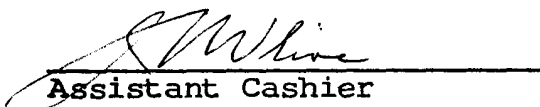
IN WITNESS WHEREOF, the said First National City Bank, as Trustee, has caused these presents to be signed by one of its Trust Officers and its corporate seal to be hereunto affixed and attested by one of its Assistant Cashiers, this 19th day of December, 1974.

FIRST NATIONAL CITY BANK,
as Trustee

By

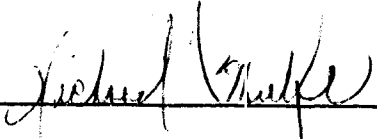

Trust Officer

ATTEST:


Assistant Cashier

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

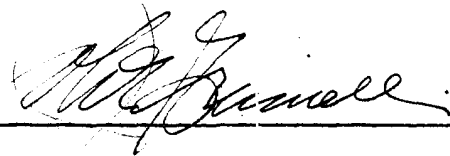
On this 12th day of December, 1974, before me personally appeared W. K. Bush, to me personally known, who, being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



XX
RICHARD J. WOULFE
NOTARY PUBLIC - MINNESOTA
RAMSEY COUNTY
My Commission Expires Apr. 30, 1977
XX

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this *19TH* day of *DECEMBER*, 1974, before
me personally appeared RALPH E. JOHNSON , to me personally
known, who, being by me duly sworn, says that he is a
TRUST OFFICER of First National City Bank, that the
seal affixed to the foregoing instrument is the corporate
seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority of
its Board of Directors; and he acknowledged that the
execution of the foregoing instrument was the free act
and deed of said corporation.



JOHN L. GRIMMELREIN
Notary Public, State of New York
No. 32-6575332
Qualified in Nassau County
Cert. filed in New York County
Term Expires March 30, 1976